

## Board of Governors of the Federal Reserve System

RSSD ID: 1069778



## Consolidated Financial Statements for Bank Holding Companies—FR Y-9C

### Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general

instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report: **September 30, 2012**

Month / Day / Year (BHCK 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/YYYY) (BHTX J196)

PNC FINANCIAL SERVICES GROUP, INC., THE

Legal Title of Bank Holding Company (TEXT 9010)

249 FIFTH AVENUE

(Mailing Address of the Bank Holding Company) Street / PO Box (TEXT 9110)

PITTSBURGH

PA

15222

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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S.F. \_\_\_\_\_

RSSD ID:

1069778

# Report of Income for Bank Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		1958864	1.a.(1)(a)
(b) All other loans secured by real estate	4436		1060329	1.a.(1)(b)
(c) All other loans	F821		3040978	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		46312	1.a.(2)
b. Income from lease financing receivables	4065		210439	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup>	4115		2950	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488		48728	1.d.(1)
(2) Mortgage-backed securities	B489		1283031	1.d.(2)
(3) All other securities	4060		225286	1.d.(3)
e. Interest income from trading assets	4069		56559	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		18419	1.f.
g. Other interest income	4518		111542	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		8063437	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		64306	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		98620	2.a.(1)(b)
(c) Other deposits	6761		122142	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		3598	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		7491	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		290485	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		260675	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		847317	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		7216120	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		670055	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		484800	5.a.
b. Service charges on deposit accounts in domestic offices	4483		733737	5.b.
c. Trading revenue <sup>2</sup>	A220		92014	5.c.
d. (1) Fees and commissions from securities brokerage	C886		120894	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888		577662	5.d.(2)
(3) Fees and commissions from annuity sales	C887		32084	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		53464	5.d.(4)
(5) Income from other insurance activities	C387		13009	5.d.(5)
e. Venture capital revenue	B491		151621	5.e.
f. Net servicing fees	B492		384346	5.f.
g. Net securitization income	B493		0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.

2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

**Schedule HI—Continued**

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		-304935		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-74915		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		164442		5.k.
l. Other noninterest income <sup>3</sup>	B497		1661002		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		4089225		5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521		0		6.a.
b. Realized gains (losses) on available-for-sale securities	3196		62622		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		3421920		7.a.
b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest))	4217		951466		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		125082		7.c.(2)
d. Other noninterest expense <sup>4</sup>	4092		3178558		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		7677026		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		3020886		8.
9. Applicable income taxes (foreign and domestic)	4302		738486		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		2282400		10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup>	4320		0		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		2282400		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		-12664		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		2295064		14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

**Memoranda**

Dollar Amounts in Thousands		BHCK			
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		7318265		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		3123032		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313		145112		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507		50208		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		56534		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		173175		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		138141		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		296982		M.6. f.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands				BHCK				
6. g. Bank card and credit card interchange fees .....				F555			465336	M.6.g.
h. Gains on bargain purchases .....				J447			0	M.6.h.
i.	TEXT	MERCHANT SERVICES FEES						
	8562			8562			135611	M.6.i.
j.	TEXT	OPERATING LEASE INCOME						
	8563			8563			84173	M.6.j.
k.	TEXT							
	8564			8564			0	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):								
a. Data processing expenses.....				C017			192289	M.7.a.
b. Advertising and marketing expenses .....				0497			209081	M.7.b.
c. Directors' fees .....				4136			0	M.7.c.
d. Printing, stationery, and supplies .....				C018			0	M.7.d.
e. Postage .....				8403			0	M.7.e.
f. Legal fees and expenses.....				4141			99138	M.7. f.
g. FDIC deposit insurance assessments .....				4146				M.7.g.
h. Accounting and auditing expenses.....				F556			0	M.7.h.
i. Consulting and advisory expenses .....				F557			111882	M.7. i.
j. Automated teller machine (ATM) and interchange expenses .....				F558			0	M.7. j.
k. Telecommunications expenses .....				F559			99715	M.7.k.
l.	TEXT	TAXES, OTHER THAN INCOME						
	8565			8565			116580	M.7. l.
m.	TEXT	OUTSIDE SERVICES						
	8566			8566			462120	M.7.m.
n.	TEXT							
	8567			8567			0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):								
a. (1)	TEXT							
	3571			3571			0	M.8.a.(1)
(2) Applicable income tax effect.....				BHCK	3572		0	M.8.a.(2)
b. (1)	TEXT							
	3573			3573			0	M.8.b.(1)
(2) Applicable income tax effect.....				BHCK	3574		0	M.8.b.(2)
c. (1)	TEXT							
	3575			3575			0	M.8.c.(1)
(2) Applicable income tax effect.....				BHCK	3576		0	M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)								
Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:								
a. Interest rate exposures .....				8757			50680	M.9.a.
b. Foreign exchange exposures .....				8758			68429	M.9.b.
c. Equity security and index exposures .....				8759			-4090	M.9.c.
d. Commodity and other exposures.....				8760			0	M.9.d.
e. Credit exposures .....				F186			-23005	M.9.e.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		-29131		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094		7852		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		-23005		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890		18972		M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251		252		M.11.
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		152978		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		44594		M.12.b.(1)
(2) All other insurance premiums .....	C243		8870		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		50033		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

Dollar Amounts in Thousands		BHCK			
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets .....	F551		422057		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		-518		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....	C409		54788		M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
		Year-to-date			
		BHCK			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319		74190		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		-22303		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321		96493		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2011.

## Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		34053409		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		34053409		3.
	BHCT				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	4340		2295064		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross .....	3577		1920726		5.a.
b. Conversion or retirement of perpetual preferred stock .....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	3579		42323		6.a.
b. Conversion or retirement of common stock .....	3580		0		6.b.
7. Sale of treasury stock .....	4782		184317		7.
8. LESS: Purchase of treasury stock .....	4783		165197		8.
9. Changes incident to business combinations, net .....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock .....	4598		124741		10.
11. LESS: Cash dividends declared on common stock .....	4460		607663		11.
12. Other comprehensive income <sup>1</sup> .....	B511		1096036		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company .....	4591		0		13.
14. Other adjustments to equity capital (not included above) .....	3581		-11504		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC) .....	BHCT				
	3210		38682770		15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

## Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	(Column A) Charge-offs <sup>1</sup>			(Column B) Recoveries		
	BHCK			BHCK		
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>						
1. Loans secured by real estate:						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1–4 family residential construction loans .....	C891	34155		C892	18750	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893	89880		C894	28039	1.a.(2)
b. Secured by farmland in domestic offices .....	3584	4528		3585	4620	1.b.
c. Secured by 1–4 family residential properties in domestic offices:						
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	5411	296418		5412	49248	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:						
(a) Secured by first liens .....	C234	99081		C217	8864	1.c.(2)(a)
(b) Secured by junior liens .....	C235	145537		C218	24225	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3588	28637		3589	12068	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895	93970		C896	41943	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897	89789		C898	34913	1.e.(2)
f. In foreign offices .....	B512	0		B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:						
a. To U.S. banks and other U.S. depository institutions .....	4653	0		4663	100	2.a.
b. To foreign banks .....	4654	1641		4664	269	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	4655	579		4665	618	3.
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile) .....	4645	227106		4617	135034	4.a.
b. To non-U.S. addressees (domicile) .....	4646	5105		4618	314	4.b.
5. Loans to individuals for household, family, and other personal expenditures:						
a. Credit cards .....	B514	135233		B515	15854	5.a.
b. Automobile loans .....	K129	21359		K133	9752	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K205	99959		K206	11668	5.c.
6. Loans to foreign governments and official institutions .....	4643	0		4627	0	6.
7. All other loans .....	4644	24973		4628	13059	7.
8. Lease financing receivables:						
a. Leases to individuals for household, family, and other personal expenditures .....	F185	290		F187	38	8.a.
b. All other leases .....	C880	11648		F188	21809	8.b.
9. Total (sum of items 1 through 8) .....	4635	1409888		4605	431185	9.

1. Include write-downs arising from transfers to a held-for-sale account.



**Schedule HI-B—Continued****Memoranda**

				(Column A) Charge-offs <sup>1</sup>	(Column B) Recoveries						
				Calendar Year-to-date							
Dollar Amounts in Thousands				BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....				5409				11393			
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) .....				4652				0			

M.1.	5410	2985
M.2.	4662	0

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar Year-to-date				
	BHCK				
	C388			10669	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) .....					M.3.

Dollar Amounts in Thousands					BHCK				
<b>II. Changes in allowance for loan and lease losses</b>									
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	B522			4346873					1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	BHCT								
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	4605			431185					2.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account .....	BHCK								
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	C079			1370072					3.
6. Adjustments (see instructions for this schedule) .....	5523			39816					4.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	BHCT								
	4230			670055					5.
	BHCK								
	C233			543					6.
	BHCT								
	3123			4038768					7.

1. Include write-downs arising from transfers to a held-for-sale account.



**Schedule HI-B—Continued****Memoranda**

	Dollar Amounts in Thousands			BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	C435						0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>								
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges .....	C389						0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....	C390						6829	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>								
4. Amount of allowance for post-acquisition <b>credit</b> losses on purchased <b>credit</b> -impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	C781						1067500	M.4.

**Notes to the Income Statement—Predecessor Financial Items**

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

	Dollar Amounts in Thousands			BHBC				
1. Total interest income .....	4107						0	1.
a. Interest income on loans and leases .....	4094						0	1.a.
b. Interest income on investment securities .....	4218						0	1.b.
2. Total interest expense .....	4073						0	2.
a. Interest expense on deposits .....	4421						0	2.a.
3. Net interest income .....	4074						0	3.
4. Provision for loan and lease losses .....	4230						0	4.
5. Total noninterest income .....	4079						0	5.
a. Income from fiduciary activities .....	4070						0	5.a.
b. Trading revenue .....	A220						0	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions .....	B490						0	5.c.
d. Venture capital revenue .....	B491						0	5.d.
e. Net securitization income .....	B493						0	5.e.
f. Insurance commissions and fees .....	B494						0	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	4091						0	6.
7. Total noninterest expense .....	4093						0	7.
a. Salaries and employee benefits .....	4135						0	7.a.
b. Goodwill impairment losses .....	C216						0	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments .....	4301						0	8.
9. Applicable income taxes .....	4302						0	9.
10. Noncontrolling (minority) interest .....	4484						0	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest .....	4320						0	11.
12. Net income (loss) .....	4340						0	12.
13. Cash dividends declared .....	4475						0	13.
14. Net charge-offs .....	6061						0	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	4519						0	15.

## Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). *Exclude* any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-B.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

### Example

A bank holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HI, item 1.a(1), Recognition of interest payments on				
nonaccrual loans to XYZ country				
	0000		1	350

## Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351						
			5351			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

**Notes to the Income Statement (Other)—Continued**

	TEXT	Dollar Amounts in Thousands	BHCK				
11.	B047						
			B047			0	11.
12.	B048						
			B048			0	12.
13.	B049						
			B049			0	13.
14.	B050						
			B050			0	14.
15.	B051						
			B051			0	15.
16.	B052						
			B052			0	16.
17.	B053						
			B053			0	17.
18.	B054						
			B054			0	18.
19.	B055						
			B055			0	19.
20.	B056						
			B056			0	20.

Name of Bank Holding Company

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

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RSSD ID:

1069778

# Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20120930

Month / Day / Year

## Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK			
<b>Assets</b>				
1. Cash and balances due from depository institutions:				
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081		4284495	1.a.
b. Interest-bearing balances: <sup>2</sup>				
(1) In U.S. offices .....	0395		2074926	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		245698	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A) .....	1754		10681127	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D) .....	1773		52132463	2.b.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices .....	BHDM B987		571719	3.a.
b. Securities purchased under agreements to resell <sup>3</sup> .....	BHCK B989		1152184	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale .....	5369		2737318	4.a.
b. Loans and leases, net of unearned income .....	B528		182134200	4.b.
c. LESS: Allowance for loan and lease losses .....	3123		4038768	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529		178095432	4.d.
5. Trading assets (from Schedule HC-D) .....	3545		2858031	5.
6. Premises and fixed assets (including capitalized leases) .....	2145		5107267	6.
7. Other real estate owned (from Schedule HC-M).....	2150		940801	7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130		5528988	8.
9. Direct and indirect investments in real estate ventures .....	3656		0	9.
10. Intangible assets:				
a. Goodwill.....	3163		9163387	10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		1778253	10.b.
11. Other assets (from Schedule HC-F).....	2160		23725222	11.
12. Total assets (sum of items 1 through 11) .....	2170		301077311	12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

**Schedule HC—Continued**

Dollar Amounts in Thousands

**Liabilities**

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>1</sup> .....	6631	64775752		13.a.(1)
(2) Interest-bearing .....	6636	139179491		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing .....	6631	17809		13.b.(1)
(2) Interest-bearing .....	6636	2564621		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993	64847		14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK			
15. Trading liabilities (from Schedule HC-D) .....	B995	3812042		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3548	765505		15.
17. Not applicable	3190	31748686		16.
18. Not applicable				
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062	5977496		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699	776462		19.b.
20. Other liabilities (from Schedule HC-G) .....	2750	9592597		20.
21. Total liabilities (sum of items 13 through 20) .....	2948	259275308		21.
22. Not applicable				

**Equity Capital****Bank Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus .....	3283	3559440		23.
24. Common stock (par value) .....	3230	2688772		24.
25. Surplus (exclude all surplus related to preferred stock) .....	3240	12148090		25.
26. a. Retained earnings .....	3247	19813247		26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530	991096		26.b.
c. Other equity capital components <sup>6</sup> .....	A130	-517875		26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	3210	38682770		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000	3119233		27.b.
28. Total equity capital (sum of items 27.a and 27.b) .....	G105	41802003		28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300	301077311		29.

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and **accumulated defined benefit pension and other postretirement plan adjustments**.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by bank holding companies for the December 31 report date)

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) .....		0=No	BHCK		M.1.
		1=Yes	C884		

2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.<sup>7</sup>

a.	_____	b.	_____
	(1) Name of External Auditing Firm (TEXT C703)		(1) Name of Engagement Partner (TEXT C704)
	_____		_____
	(2) City (TEXT C708)		(2) E-mail Address (TEXT C705)
	_____		_____
	(3) State Abbreviation (TEXT C714)		(4) Zip Code (TEXT C715)

7. The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
1. U.S. Treasury securities.....	0211		227801		0213		278000		1286		1955961		1287		2130228	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies <sup>1</sup> .....	1289		0		1290		0		1291		4		1293		4	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294		0		1295		0		1297		816861		1298		893728	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496		671307		8497		729415		8498		1970162		8499		2049024	3.
4. Mortgage-backed securities (MBS)																
a. Residential pass-through securities:																
(1) Guaranteed by GNMA .....	G300		817983		G301		864977		G302		8031829		G303		8385941	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304		3759828		G305		3934561		G306		11531696		G307		11939690	4.a.(2)
(3) Other pass-through securities.....	G308		0		G309		0		G310		0		G311		0	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G312		354607		G313		375521		G314		8125384		G315		8455587	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316		0		G317		0		G318		0		G319		0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320		0		G321		0		G322		6313488		G323		6220071	4.b.(3)
c. Commercial MBS:																
(1) Commercial pass-through securities:																
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA .....	K142		1264297		K143		1351838		K144		551074		K145		580166	4.c.(1)(a)
(b) Other pass-through securities .....	K146		0		K147		0		K148		0		K149		0	4.c.(1)(b)
(2) Other commercial MBS:																
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	K150		27386		K151		28550		K152		65062		K153		70529	4.c.(2)(a)
(b) All other commercial MBS .....	K154		2784375		K155		2892616		K156		3087944		K157		3281217	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).



## Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
5. Asset-backed securities and structured financial products:																	5.a.
a. Asset-backed Securities (ABS) .....	C026		577533		C988		580912		C989		4765185		C027		4713432		
b. Structured financial products:																	5.b.(1)
(1) Cash .....	G336		194448		G337		193875		G338		823645		G339		833891		
(2) Synthetic .....	G340		0		G341		0		G342		0		G343		0	5.b.(2)	
(3) Hybrid .....	G344		0		G345		0		G346		0		G347		0	5.b.(3)	
6. Other debt securities:																	6.a.
a. Other domestic debt securities .....	1737		1562		1738		1560		1739		977200		1741		1034158		
b. Foreign debt securities .....	1742		0		1743		0		1744		1197560		1746		1223635	6.b.	
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	7.
									A510		321085		A511		321162		
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	BHCT												BHCT				8.
	1754		10681127		1771		11231825		1772		50534140		1773		52132463		

## Memoranda

Dollar Amounts in Thousands				
BHCK				
0416	22400271			M.1.
0383	3646225			M.2.a.
0384	44647928			M.2.b.
0387	14198276			M.2.c.
1778	0			M.3.
8782	0			M.4.a.
8783	0			M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.  
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.  
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

**Schedule HC-B—Continued****Memoranda—Continued**

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. <sup>1</sup>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables .....	B838		210936		B839		213510		B840		20000		B841		20196	M.5.a.	
b. Home equity lines .....	B842		23463		B843		24081		B844		802649		B845		719881	M.5.b.	
c. Automobile loans.....	B846		40000		B847		40123		B848		729561		B849		737982	M.5.c.	
d. Other consumer loans.....	B850		303134		B851		303198		B852		2578825		B853		2596236	M.5.d.	
e. Commercial and industrial loans .....	B854		0		B855		0		B856		2793		B857		2903	M.5.e.	
f. Other.....	B858		0		B859		0		B860		631357		B861		636234	M.5.f.	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348		0		G349		0		G350		1312		G351		8744	M.6.a.	
b. Trust preferred securities issued by real estate investment trusts .....	G352		0		G353		0		G354		0		G355		0	M.6.b.	
c. Corporate and similar loans.....	G356		194448		G357		193875		G358		822333		G359		825147	M.6.c.	
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	G360		0		G361		0		G362		0		G363		0	M.6.d.	
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364		0		G365		0		G366		0		G367		0	M.6.e.	
f. Diversified (mixed) pools of structured financial products.....	G368		0		G369		0		G370		0		G371		0	M.6.f.	
g. Other collateral or reference assets .....	G372		0		G373		0		G374		0		G375		0	M.6.g.	

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

**Schedule HC-C—Loans and Lease Financing Receivables**

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate .....	1410	84177890					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans .....				F158	1024100		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	5882927		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	188576		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	24013288		1.c.(1)
(a) Secured by first liens.....				5367	23774363		1.c.(2)(a)
(b) Secured by junior liens .....				5368	5038885		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	2889809		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	8346351		1.e.(1)
				F161	13015644		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks .....				1288	110820		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	19150					2.a.
b. To foreign banks .....	1296	91670					2.b.
3. Loans to finance agricultural production and other loans to farmers ....	1590	100859		1590	100859		3.
4. Commercial and industrial loans .....				1766	52534623		4.
a. To U.S. addressees (domicile) .....	1763	52059806					4.a.
b. To non-U.S. addressees (domicile) .....	1764	1833775					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975	24644091		6.
a. Credit cards .....	B538	3642439					6.a.
b. Other revolving credit plans.....	B539	961918					6.b.
c. Automobile loans.....	K137	8225880					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	K207	11813854					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	2081	9013		2081	9013		7.
8. Not applicable							
9. Loans to nondepository financial institutions and other loans:							
a. Loans to nondepository financial institutions .....	J454	4770633		J454	4770633		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	169602		1545	169602		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	10039818		J451	10029238		9.b.(2)
10. Lease financing receivables (net of unearned income) .....				2165	6783519		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	F162	101002					10.a.
b. All other leases .....	F163	6855405					10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above....	2123	1196		2123	1106		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	184871518		2122	183325235		12.

## Schedule HC-C—Continued

## Memoranda

Dollar Amounts in Thousands				BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans .....	K158		44005					M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159		0					M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices .....	F576		747022					M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	K160		11446					M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161		0					M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		72456					M.1.d.(2)
e. Commercial and Industrial loans:								
(1) To U.S. addressees (domicile).....	K163		107597					M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164		0					M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) <sup>1</sup> .....	K165		197271					M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>								
(1) Loans secured by farmland in domestic offices .....								
	BHDM							
	K166		0					M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...								
	BHCK							
(3) Loans to finance agricultural production and other loans to farmers.....	K167		0					M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168		0					M.1.f.(3)
(a) Credit cards .....	K098		178027					M.1.f.(4)(a)
(b) Automobile loans .....	K203		0					M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204		0					M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212		0					M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267		0					M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), Column A, above .....								
	2746		4686992					M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....								
	B837		3947					M.3.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>								
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A) .....								
	C391		38235					M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>								
5. Purchased <b>credit</b> -impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):								
a. Outstanding balance.....	C779		8948869					M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	C780		7773265					M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:								
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230		11791					M.6.a.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

**Schedule HC-C—Continued****Memoranda—Continued**

		Dollar Amounts in Thousands			BHCK				
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>									
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....					F231			0	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....					F232			0	M.6.c.
7.-8. Not applicable.									
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) .....					BHDM				
					F577			2474885	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608			2595925				M.10.a.	
(1) Construction, land development, and other land loans.....								F578			5768	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....								F579			0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:												
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit								F580			0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:												
(i) Secured by first liens.....								F581			1784367	M.10.a.(3)(b)(i)
(ii) Secured by junior liens .....								F582			157	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties ....								F583			159527	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....								F584			646106	M.10.a.(5)
b. Commercial and industrial loans .....				F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards .....				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans .....				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

**Schedule HC-C—Continued****Memoranda—Continued**

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate .....	F609		2866319					M.11.a.
(1) Construction, land development, and other land loans .....					F590		7037	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens .....					F593		1912835	M.11.a.(3)(b)(i)
(ii) Secured by junior liens .....					F594		876	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....					F595		190641	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F596		754930	M.11.a.(5)
b. Commercial and industrial loans .....	F597		0		F597		0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards .....	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans .....	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans .....	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	K209		0		K209		0	M.11.c.(4)
d. Other loans .....	F601		0		F601		0	M.11.d.

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of con- tractual cash flows not expected to be collected			
	BHCK				BHCK				BHCK			
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:												
a. Loans secured by real estate .....	G091		6062170		G092		6858045		G093		2170287	M.12.a.
b. Commercial and industrial loans .....	G094		4943518		G095		5222271		G096		70615	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097		376400		G098		385010		G099		188316	M.12.c.
d. All other loans and all leases .....	G100		1144039		G101		1198197		G102		20280	M.12.d.

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases .....				G378		62337374	M.14.

## Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM				BHCK				
<b>Assets</b>									
1. U.S. Treasury securities.....	3531		1580452		3531		1580452		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		0		3532		0		2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533		340060		3533		340060		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>1</sup> (include CMOs, REMICs, and stripped MBS ) .....	G379		0		G379		0		4.a.
c. All other residential mortgage-backed securities .....	G380		632638		G380		632638		4.b.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>1</sup> .....	G381		0		G381		0		4.c.
e. All other commercial MBS .....	K197		0		K197		0		4.d.
5. Other debt securities	K198		37963		K198		37963		4.e.
a. Structured financial products:									
(1) Cash .....	G383		0		G383		0		5.a.(1)
(2) Synthetic .....	G384		0		G384		0		5.a.(2)
(3) Hybrid .....	G385		0		G385		0		5.a.(3)
b. All other debt securities .....	G386		35210		G386		35210		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		0						6.a.
(1) Construction, land development, and other land loans .....					F604		0		6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....					F605		0		6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606		0		6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens .....					F607		0		6.a.(3)(b)(i)
(ii) Secured by junior liens .....					F611		0		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....					F612		0		6.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F613		0		6.a.(5)
b. Commercial and industrial loans.....	F614		21958		F614		21958		6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615		0		F615		0		6.c.(1)
(2) Other revolving credit plans .....	F616		0		F616		0		6.c.(2)
(3) Automobile loans .....	K199		0		K199		0		6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	K210		0		K210		0		6.c.(4)
d. Other loans .....	F618		0		F618		0		6.d.

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).



## Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets .....		3541		37812		3541		37812	9.
10. Not applicable									
11. Derivatives with a positive fair value .....		3543		171938		3543		171938	11.
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5) .....		3545		2858031		3545		2858031	12.
<b>Liabilities</b>									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities .....		G209		0		G209		0	13.a.(1)
(2) Debt securities .....		G210		702699		G210		702699	13.a.(2)
(3) All other assets .....		G211		0		G211		0	13.a.(3)
b. All other trading liabilities .....		F624		0		F624		0	13.b.
14. Derivatives with a negative fair value .....		3547		62806		3547		62806	14.
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15) .....		3548		765505		3548		765505	15.

## Memoranda

Dollar Amounts in Thousands		BHCK				BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)									
a. Loans secured by real estate .....		F790		0					M.1.a.
(1) Construction, land development, and other land loans .....						F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....						F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit ..						F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens .....						F628		0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens .....						F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....						F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties .....						F631		0	M.1.a.(5)
b. Commercial and industrial loans .....		F632		21958		F632		21958	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards .....		F633		0		F633		0	M.1.c.(1)
(2) Other revolving credit plans .....		F634		0		F634		0	M.1.c.(2)
(3) Automobile loans .....		K200		0		K200		0	M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....		K211		0		K211		0	M.1.c.(4)
d. Other loans .....		F636		0		F636		0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value .....		F639		0		F639		0	M.2.a.
b. Unpaid principal balance .....		F640		0		F640		0	M.2.b.

**Schedule HC-D—Continued****Memoranda—Continued**

Dollar Amounts in Thousands					(Column A) Consolidated			(Column B) Domestic Offices					
					BHCK				BHDM				
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):													
a. Trust preferred securities issued by financial institutions.....					G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....					G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....					G333			0	G333			0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....					G334			0	G334			0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G335			0	G335			0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....					G651			0	G651			0	M.3.f.
g. Other collateral or reference assets .....					G652			0	G652			0	M.3.g.
4. Pledged trading assets:													
a. Pledged securities.....					G387			0	G387			0	M.4.a.
b. Pledged loans .....					G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands					BHCK								
Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.													
5. Asset-backed securities:													
a. Credit card receivables .....					F643			0				0	M.5.a.
b. Home equity lines .....					F644			0				0	M.5.b.
c. Automobile loans .....					F645			0				0	M.5.c.
d. Other consumer loans.....					F646			0				0	M.5.d.
e. Commercial and industrial loans .....					F647			0				0	M.5.e.
f. Other.....					F648			1229				0	M.5. f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....					F651			0				0	M.6.
7. Equity securities:													
a. Readily determinable fair values .....					F652			30113				0	M.7.a.
b. Other.....					F653			0				0	M.7.b.
8. Loans pending securitization .....					F654			0				0	M.8.
9. a. (1) Gross fair value of commodity contracts .....					G212			0				0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory .....					G213			0				0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):													
(1)	BHTX F655				F655			0				0	M.9.b.(1)
(2)	BHTX F656				F656			0				0	M.9.b.(2)
(3)	BHTX F657				F657			0				0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)													
a.	BHTX F658				F658			0				0	M.10.a.
b.	BHTX F659				F659			0				0	M.10.b.
c.	BHTX F660				F660			0				0	M.10.c.

## Schedule HC-E—Deposit Liabilities<sup>1</sup>

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	2210		29310204		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187		8029715		1.b.
c. Money market deposit accounts and other savings accounts .....	2389		142241674		1.c.
d. Time deposits of less than \$100,000.....	6648		17132242		1.d.
e. Time deposits of \$100,000 or more .....	2604		7241408		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	BHOD 3189		0		2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187		0		2.b.
c. Money market deposit accounts and other savings accounts .....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more .....	2604		0		2.e.

## Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243		111658		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164		109025		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242		4487929		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		2483220		M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).  
2. Includes noninterest-bearing demand, time, and savings deposits.

## Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		1571118		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage loans .....	A519		0		3.a.
b. Other financial assets .....	A520		1613		3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752		1829696		4.
5. Life insurance assets:					
a. General account life insurance assets .....	K201		4496378		5.a.
b. Separate account life insurance assets .....	K202		2012156		5.b.
c. Hybrid account life insurance assets .....	K270		1102715		5.c.
6. Other.....	2168		12711546		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		23725222		7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.  
2. See discussion of deferred income taxes in Glossary entry on "income taxes."  
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.  
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

## Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities <sup>1</sup>	3049		524129				2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		238888				3.
4. Other	B984		8829580				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		9592597				5.

1. See discussion of deferred income taxes in Glossary entry on "income taxes."

## Schedule HC-H—Interest Sensitivity<sup>1</sup>

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repricable within one year or mature within one year	3197		131417511				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296		18374630				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		1899859				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		900000				5.

1. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the bank holding company's assets in foreign countries and 10 percent of the bank holding company's total consolidated assets as of the report date.

**Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)**

Schedule HC-I must be completed by all top-tier bank holding companies. (See instructions for additional information.)

**I. Property and Casualty Underwriting**

Dollar Amounts in Thousands

	BHCK				
<b>Assets</b>					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244			248769	2.
<b>Liabilities</b>					
3. Claims and claims adjustment expense reserves .....	B990			95643	3.
4. Unearned premiums .....	B991			26178	4.
5. Total equity.....	C245			117913	5.
6. Net income .....	C246			2301	6.

**II. Life and Health Underwriting**

	BHCK				
<b>Assets</b>					
1. Reinsurance recoverables.....	C247			0	1.
2. Separate account assets.....	B992			0	2.
3. Total assets.....	C248			11273	3.
<b>Liabilities</b>					
4. Policyholder benefits and contractholder funds .....	B994			6420	4.
5. Separate account liabilities.....	B996			0	5.
6. Total equity.....	C249			3322	6.
7. Net income .....	C250			1135	7.

**Schedule HC-K—Quarterly Averages**

Dollar Amounts in Thousands		BHCK			
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		2521645	1.a.	
b. Mortgage-backed securities .....	B559		41463232	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		17624882	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		1601141	2.	
	BHDM				
3. a. Total loans and leases in domestic offices .....	3516		175647744	3.a.	
(1) Loans secured by 1–4 family residential properties .....	3465		53496074	3.a.(1)	
(2) All other loans secured by real estate .....	3466		31212597	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers .....	3386		98868	3.a.(3)	
(4) Commercial and industrial loans .....	3387		52705103	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	B561		3633217	3.a.(5)(a)	
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards) .....	B562		19913463	3.a.(5)(b)	
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	3360		1216016	3.b.	
	BHCK				
4. a. Trading assets .....	3401		2924139	4.a.	
b. Other earning assets .....	B985		3520000	4.b.	
5. Total consolidated assets .....	3368		299284098	5.	
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		138278148	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		3039111	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		4659019	8.	
9. All other borrowed money .....	2635		32354455	9.	
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		37524582	11.	

1. Includes interest-bearing demand deposits.

C.I. \_\_\_\_\_

**Schedule HC-L—Derivatives and Off-Balance-Sheet Items****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814		20074761	1.a.	
b. (1) Unused consumer credit card lines .....	J455		14051362	1.b.(1)	
(2) Other unused credit card lines .....	J456		3640258	1.b.(2)	
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	3816		4258965	1.c.(1)	
(a) 1–4 family residential construction loan commitments .....	F164		75464	1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165		4183501	1.c.(1)(b)	
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	6550		5433781	1.c.(2)	
d. Securities underwriting .....	3817		0	1.d.	
e. Other unused commitments:					
(1) Commercial and industrial loans .....	J457		53997741	1.e.(1)	
(2) Loans to financial institutions .....	J458		2312218	1.e.(2)	
(3) All other unused commitments .....	J459		16710704	1.e.(3)	
2. Financial standby letters of credit and foreign office guarantees .....	6566		11972348	2.	
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of financial standby letters of credit conveyed to others .....	3820		2664029	2.a.	
3. Performance standby letters of credit and foreign office guarantees .....	6570		2680995	3.	
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of performance standby letters of credit conveyed to others .....	3822		574626	3.a.	
4. Commercial and similar letters of credit .....	3411		322166	4.	
5. Not applicable .....					
6. Securities lent .....	3433		0	6.	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps .....	C968		0	C969	110000
(2) Total return swaps .....	C970		0	C971	0
(3) Credit options .....	C972		0	C973	0
(4) Other credit derivatives .....	C974		1769715	C975	1589090
b. Gross fair values:					
(1) Gross positive fair value .....	C219		0	C221	8840
(2) Gross negative fair value .....	C220		5827	C222	24
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection .....	G401		1769715	7.c.(1)(a)	
(b) Purchased protection .....	G402		1589090	7.c.(1)(b)	
(2) All other positions:					
(a) Sold protection .....	G403		0	7.c.(2)(a)	
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	G404		0	7.c.(2)(b)	
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	G405		110000	7.c.(2)(c)	

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.



**Schedule HC-L—Continued****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade .....				G406		112074		G407		1258416		G408		399225	7.d.(1)(a)
(b) Subinvestment grade .....				G409		0		G410		0		G411		0	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade .....				G412		145076		G413		785639		G414		753375	7.d.(2)(a)
(b) Subinvestment grade .....				G415		15000		G416		0		G417		0	7.d.(2)(b)
8. Spot foreign exchange contracts .....															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a) .....															
a. Securities borrowed .....															
b. Commitments to purchase when-issued securities .....															
c. Commitments to sell when-issued securities .....															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
	49451900				0				38000				0			
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
b. Forward contracts.....	18269457				10568836				110819				0			
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
	23525000				0				0				0			
(2) Purchased options.....	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
	18975000				0				0				0			
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
	9028586				692476				57221				0			
(2) Purchased options.....	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
	20532792				664843				61805				0			
e. Swaps.....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
	236084834				383213				282785				0			
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
	143876872				12290100				119026				0			
13. Total gross notional amount of derivative contracts held for purposes other than trading.....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
	231990697				19268				431604				0			
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value.....	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
	4416621				157222				4297				0			
(2) Gross negative fair value.....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
	4429979				180159				7291				0			
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value.....	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
	5399594				0				0				0			
(2) Gross negative fair value.....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
	2991791				3523				231233				0			

**Schedule HC-L—Continued**Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>1</sup>

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure .....	G418		1570351		G419			0	G420			0	G421			0	G422		2429981	
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423		1983322		G424			0	G425			0	G426			0	G427		18501	
(2) Cash—Other currencies .....	G428		0		G429			0	G430			0	G431			0	G432		0	
(3) U.S. Treasury securities .....	G433		1387		G434			0	G435			0	G436			0	G437		113	
(4) U.S. government agency and U.S. government-sponsored agency debt securities .....	G438		125110		G439			0	G440			0	G441			0	G442		1633	
(5) Corporate bonds .....	G443		0		G444			0	G445			0	G446			0	G447		0	
(6) Equity securities .....	G448		0		G449			0	G450			0	G451			0	G452		0	
(7) All other collateral .....	G453		28667		G454			0	G455			0	G456			0	G457		0	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458		2138486		G459			0	G460			0	G461			0	G462		20247	

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2011.

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding .....	Number (Unrounded) 3459 528856570				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555 19899743				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6556 7070277				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557 40694				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC .....	A288 0				5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans .....	K169 0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	K170 0				6.a.(1)(a)(2)
(b) Secured by farmland .....	K171 0				6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K172 0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens .....	K173 0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	K174 0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	K175 0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K176 0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K177 0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCK				
(3) Commercial and industrial loans .....	K178 0				6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179 0				6.a.(3)
(a) Credit cards .....	K180 0				6.a.(4)(a)
(b) Automobile loans .....	K181 0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	K182 0				6.a.(4)(c)
(5) All other loans and leases .....	K183 0				6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184 0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	K185 0				6.a.(5)(b)
(c) Other loans <sup>1</sup> .....	K186 0				6.a.(5)(c)
(d) Lease financing receivables	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land .....	K187 0				6.b.(1)
(2) Farmland in domestic offices .....	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic office .....	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic office .....	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	K191 0				6.b.(5)

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices .....	BHFN			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....	BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	J461			0	6.c.
	J462			0	6.d.
7. Captive insurance and reinsurance subsidiaries:					
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	K193			118587	7.a.
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....	K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK			
	1=Yes	C251		1	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK			
	1=Yes	6689		0	9.
10. Not applicable					
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....	0=No	BHCK			
	1=Yes	6416		1	11.
TEXT					
6428					
Name of Bank Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)			Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK				
a. Mortgage servicing assets .....	3164			996953	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438			1021035	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	B026			228	12.b.
c. All other identifiable intangible assets .....	5507			781072	12.c.
	BHCT				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	0426			1778253	12.d.
13. Other real estate owned .....	2150			940801	13.
14. Other borrowed money:	BHCK				
a. Commercial paper .....	2309			10731211	14.a.
b. Other borrowed money with a remaining maturity of one year or less .....	2332			8704933	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	2333			12312542	14.c.
	BHCT				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	3190			31748686	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK			
	1=Yes	B569		1	15.
	BHCK				
16. Assets under management in proprietary mutual funds and annuities .....	B570			15215043	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

**Schedule HC-M—Continued**

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.) ..... 

0=No	BHCK	
1=Yes	C161	1

 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.) ..... 

0=No	BHCK	
1=Yes	C159	1

 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.) ..... 

0=No	BHCK	
1=Yes	C700	

 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.) ..... 

0=No		
1=Yes	C701	

 19.b.

**Dollar Amounts in Thousands**

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

- |   | BHCK |  |         |          |
|---|------|--|---------|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: |      |  |         |          |
| a. Net assets .....   | C252 |  | 1073727 | 20.a.    |
| b. Balances due from related institutions:  |      |  |         |          |
| (1) Due from the bank holding company (parent company only), gross .....  | 4832 |  | 0       | 20.b.(1) |
| (2) Due from subsidiary banks of the bank holding company, gross .....  | 4833 |  | 37534   | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the bank holding company, gross .....  | 4834 |  | 0       | 20.b.(3) |
| c. Balances due to related institutions:  |      |  |         |          |
| (1) Due to bank holding company (parent company only), gross .....  | 5041 |  | 32      | 20.c.(1) |
| (2) Due to subsidiary banks of the bank holding company, gross .....  | 5043 |  | 517604  | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the bank holding company, gross .....  | 5045 |  |         | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors .....                                | 5047 |  |         | 20.d.    |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act .....     | C253 |  |         | 21.      |

**Schedule HC-M—Continued**

Memoranda item 22 is to be completed by bank holding companies with total assets of \$30 billion or more.

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: [www.examplebhc.com/riskdisclosures](http://www.examplebhc.com/riskdisclosures))

[WWW.PNC.COM/SEC.109.HTML](http://WWW.PNC.COM/SEC.109.HTML)

TEXT  
C497

http://

22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

266637

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items .....

G234

0

24.a.

b. Warrants to purchase common stock or similar items .....

G235

304030

24.b.

C.I. \_\_\_\_\_

**Schedule HC-N—Past Due and Nonaccrual Loans,  
Leases, and Other Assets**

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans	F172		22966		F174		104718		F176		97786	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	F173		87186		F175		509940		F177		338984	1.a.(2)
b. Secured by farmland in domestic offices.....	3493		2544		3494		3502		3495		15725	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	5398		190226		5399		38883		5400		489212	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens .....	C236		746932		C237		2672451		C229		1115957	1.c.(2)(a)
(b) Secured by junior liens.....	C238		54421		C239		9250		C230		142707	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		24516		3500		27098		3501		127018	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178		67160		F180		123370		F182		244675	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		96119		F181		168655		F183		532193	1.e.(2)
f. In foreign offices.....	B572		0		B573		0		B574		3947	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions.....	5377		0		5378		0		5379		0	2.a.
b. Foreign banks .....	5380		0		5381		0		5382		0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		214		1597		301		1583		143	3.
4. Commercial and industrial loans .....	1606		149599		1607		78275		1608		419092	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards .....	B575		47049		B576		32717		B577		32	5.a.
b. Automobile loans.....	K213		25256		K214		2240		K215		10014	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)												
K216		323213		K217		350835		K218		13015		5.c.
6. Loans to foreign governments and official institutions .....	5389		0		5390		0		5391		0	6.
7. All other loans.....	5459		8326		5460		2920		5461		2004	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0		F167		0		F168		0	8.a.
b. All other leases .....	F169		13753		F170		1393		F171		14967	8.b.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.



## Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	3505			0	3506			0	3507			77358	9.
10. TOTAL (sum of items 1 through 9) .....	5524			1859480	5525			4126548	5526			3644829	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) ....	K036			536987	K037			2305344	K038			11632	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....	K039			268929	K040			325082	K041			11467	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042			257797	K043			1970100	K044			0	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				
	K045			0	K046			0	K047			0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans .....	K048			0	K049			0	K050			0	12.a.(1)(b)
(2) Secured by farmland .....	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens .....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties .....	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCK				BHCK				BHCK				
	K072			0	K073			0	K074			0	12.b.
c. Commercial and industrial loans .....	K075			0	K076			0	K077			0	12.c.

**Schedule HC-N—Continued**

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards .....	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans .....	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans .....	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases .....	K087			0	K088			0	K089			0	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks .....	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans <sup>1</sup> .....	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			0	K103			0	K104			0	12. f.

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

**Memoranda**

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans	K105			0	K106			0	K107			69006	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....	K108			0	K109			0	K110			5508	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			0	F662			0	F663			871862	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			68871	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			0	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K117			0	K118			0	K119			104102	M.1.d.(2)

## Schedule HC-N—Continued

## Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120			0	K121			2182	K122			202132
(2) To non-U.S. addressees (domicile).....	K123			0	K124			0	K125			0
f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....												
	K126			0	K127			9784	K128			18833
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices .....	BHDM				BHDM				BHDM			
	K130			0	K131			0	K132			0
(2) Loans to depository institutions and acceptances of other banks .....	BHCK				BHCK				BHCK			
	K134			0	K135			0	K136			0
(3) Loans to finance agricultural production and other loans to farmers .....												
	K138			0	K139			0	K140			0
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards .....	K274			0	K275			9140	K276			3
(b) Automobile loan .....	K277			0	K278			0	K279			9271
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards .....												
	K280			0	K281			644	K282			9559
(5) Loans to foreign governments and official institutions .....												
	K283			0	K284			0	K285			0
(6) Other loans <sup>1</sup> .....	K286			0	K287			0	K288			0
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			3661	6559			1706	6560			11051
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....	3508			416	1912			0	1913			16364
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale .....	C240			25196	C241			34397	C226			77580
b. Loans measured at fair value:												
(1) Fair value .....	F664			38889	F665			199566	F666			80289
(2) Unpaid principal balance .....	F667			44664	F668			228300	F669			232931

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

**Schedule HC-N—Continued****Memoranda—Continued**

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets.....				3529			0	3530			0

M.6.

Dollar Amounts in Thousands				BHCK				BHCK			
7. Additions to nonaccrual assets during the quarter.....				C410			808869				
8. Nonaccrual assets sold during the quarter .....				C411			22084				

M.7.

M.8.

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):															
a. Outstanding balance.....				L183			578486	L184			1875070	L185			0
b. Carrying amount included in Schedule HC-N, items 1 through 7, above .....				L186			392809	L187			1587341	L188			0

M.9.a.

M.9.b.

**Schedule HC-P—1–4 Family Residential Mortgage Banking Activities in Domestic Offices**

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) bank holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
<b>1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:<sup>2</sup></b>					
a. Closed-end first liens .....	F066		3795275		1.a.
b. Closed-end junior liens .....	F067		0		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit .....	F671		0		1.c.(2)
<b>2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:<sup>2</sup></b>					
	BHCK				
a. Closed-end first liens .....	F068		0		2.a.
b. Closed-end junior liens .....	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit .....	F673		0		2.c.(2)
<b>3. 1–4 family residential mortgages sold during the quarter:</b>					
	BHCK				
a. Closed-end first liens .....	F070		4416369		3.a.
b. Closed-end junior liens .....	F071		0		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F674		0		3.c.(1)
(2) Principal amount funded under the lines of credit .....	F675		0		3.c.(2)
<b>4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):</b>					
	BHCK				
a. Closed-end first liens .....	F072		1476878		4.a.
b. Closed-end junior liens .....	F073		0		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit .....	F677		0		4.c.(2)
<b>5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):</b>					
	BHCK				
a. Closed-end 1–4 family residential mortgage loans .....	F184		78387		5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit .....	F560		13434		5.b.
<b>6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:</b>					
a. Closed-end first liens .....	F678		185890		6.a.
b. Closed-end junior liens .....	F679		236		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	F680		2467		6.c.(1)
(2) Principal amount funded under the lines of credit .....	F681		151		6.c.(2)
<b>7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:</b>					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies .....	BHCK				
	L191				7.a.
b. For representations and warranties made to other parties .....	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b) .....	M288		483177		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

**Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Schedule HC-Q is to be completed by all bank holding companies.

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements					
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK					
<b>Assets</b>																						
1. Available-for-sale securities .....	1773		52132463		G474			0	G475			2434736	G476			42371182	G477			7326545	1.	
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																					2.
	G478		461561		G479			0	G480			0	G481			461561	G482			0		
3. Loans and leases held for sale .....	G483		2288277		G484			0	G485			0	G486			1476876	G487			811401	3.	
4. Loans and leases held for investment .....	G488		314153		G489			0	G490			0	G491			307485	G492			6668	4.	
5. Trading assets:	BHCT																					
a. Derivative assets .....	3543		171938		G493			4111162	G494			0	G495			4272036	G496			11064	5.a.	
	BHCK																					
b. Other trading assets .....	G497		2686093		G498			0	G499			1469838	G500			1184619	G501			31636	5.b.	
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	F240			0	F684			0	F692			0	F241			0	F242			0	5.b.(1)	
6. All other assets .....	G391		6636071		G392			1959342	G395			297411	G396			5598134	G804			2699868	6.	
7. Total assets measured at fair value on a recurring basis .....	G502		64690556		G503			6070504	G504			4201985	G505			55671893	G506			10887182	7.	
<b>Liabilities</b>																						
8. Deposits .....	F252			0	F686			0	F694			0	F253			0	F254			0	8.	
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507			0	G508			0	G509			0	G510			0	G511			0	9.	
10. Trading liabilities:	BHCT																					
a. Derivative liabilities .....	3547		62806		G512			4151823	G513			0	G514			4205823	G515			8806	10.a.	
	BHCK																					
b. Other trading liabilities .....	G516		702699		G517			0	G518			687318	G519			15381	G520			0	10.b.	
11. Other borrowed money .....	G521			0	G522			0	G523			0	G524			0	G525			0	11.	
12. Subordinated notes and debentures .....	G526			0	G527			0	G528			0	G529			0	G530			0	12.	
13. All other liabilities .....	G805		1568607		G806			1918681	G807			6743	G808			3159654	G809			320891	13.	
14. Total liabilities measured at fair value on a recurring basis .....	G531		2334112		G532			6070504	G533			694061	G534			7380858	G535			329697	14.	

## Schedule HC-Q—Continued

### Memoranda

(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
BHCK				BHCK				BHCK				BHCK				BHCK			
Dollar Amounts in Thousands																			
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																			
a. Mortgage servicing assets.....	G536		594327	G537		0	G538		0	G539		0	G540		594327	M.1.a.			
b. Nontrading derivative assets.....	G541		3594535	G542		1959342	G543		18902	G544		5399564	G545		135411	M.1.b.			
c. <div>BHTX G546</div>	G546		1751853	G547		0	G548		0	G549		0	G550		1751853	M.1.c.			
d. <div>BHTX G551</div>	G551		0	G552		0	G553		0	G554		0	G555		0	M.1.d.			
e. <div>BHTX G556</div>	G556		0	G557		0	G558		0	G559		0	G560		0	M.1.e.			
f. <div>BHTX G561</div>	G561		0	G562		0	G563		0	G564		0	G565		0	M.1.f.			
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																			
a. Loan commitments (not accounted for as derivatives).....	F261		0	F689		0	F697		0	F262		0	F263		0	M.2.a.			
b. Nontrading derivative liabilities .....	G566		1566922	G567		1918681	G568		6743	G569		3157969	G570		320891	M.2.b.			
c. <div>BHTX G571</div>	G571		0	G572		0	G573		0	G574		0	G575		0	M.2.c.			
d. <div>BHTX G576</div>	G576		0	G577		0	G578		0	G579		0	G580		0	M.2.d.			
e. <div>BHTX G581</div>	G581		0	G582		0	G583		0	G584		0	G585		0	M.2.e.			
f. <div>BHTX G586</div>	G586		0	G587		0	G588		0	G589		0	G590		0	M.2.f.			

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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**RSSD ID:**  
1069778

Dollar Amounts in Thousands

## Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	BHCK	38682770	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK		2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	4336	-29979	4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214	6637	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	G215	1676962	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G216	433122	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590	9577485	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.) .....	F264		7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) .....	C227	30202084	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591	78022	9.a.
b. LESS: Disallowed deferred tax assets .....	5610		9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592	-65891	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274	30058171	11.

## Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ....	G217	3995998	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital .....	G218		13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310	3229319	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221	35	15.
16. Other Tier 2 capital components .....	B594		16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311	7225352	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275	7225352	18.
19. Tier 3 capital allocated for market risk .....	1395		19.
20. LESS: Deductions for total risk-based capital .....	B595		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) .....	3792	37283523	21.

## Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5) .....	BHCT	299284098	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590	9577485	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591	78022	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610		25.
26. LESS: Other deductions from assets for leverage capital purposes .....	BHCK		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	B596	137849	26.
28.-30. Not applicable	A224	289490742	27.

## Capital Ratios

31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	10.38	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206	11.68	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205	14.49	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.



**Schedule HC-R—Continued**

Bank holding companies are not required to risk-weight each on-balance-sheet asset and the credit equivalent amount of each off-balance-sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance-sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

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## Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>	(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk-Weight Category							
				0%			20%		50%		100%
Dollar Amounts in Thousands											
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9				
44. Financial standby letters of credit.....	11972348	1.00 or 12.5 <sup>2</sup>	11972348		2768605		9203743				44.
	BHCT 6570										
45. Performance standby letters of credit.....	2680995	.50	1340498		309533		1030965				45.
	BHCT 3411										
46. Commercial and similar letters of credit....	322166	.20	64433		210		64223				46.
47. Risk participations in bankers acceptances acquired by the reporting institution .....	BHCK 3429										
	383	1.00	383				383				47.
	BHCT 3433										
48. Securities lent.....		1.00									48.
49. Retained recourse on small business obligations sold with recourse .....	BHCT A250										
		1.00									49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement .....											
	BHCK B541										
	5011	12.5 <sup>3</sup>	62638				62638				50.
	BHCK B675										
51. All other financial assets sold with recourse	4312888	1.00	4312888			3128217	1184671				51.
	BHCK B681										
52. All other off-balance-sheet liabilities.....	181264	1.00	181264		144718		36546				52.
53. Unused commitments:											
a. With an original maturity exceeding one year.....	BHCK 6572										
	57662186	.50	28831093		379613		28451480				53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits .....	BHCK G591										
		.10									53.b.
			BHCE A167								
54. Derivative contracts .....			5269337		3112274	2157063					54.

1. Column A multiplied by credit conversion factor.

2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an-institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-specific factor.

## Schedule HC-R—Continued

													(Column C)			(Column D)			(Column E)			(Column F)						
													Allocation by Risk-Weight Category															
													0%			20%			50%			100%						
Dollar Amounts in Thousands																												
Totals																												
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54) .....													BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.			
													22807456			59780946			30018367			228235276						
56. Risk-weight factor .....													x 0%			x 20%			x 50%			x 100%			56.			
													BHCK B700			BHCK B701			BHCK B702			BHCK B703						
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56) .....													0			11956189			15009184			228235276			57.			
																						BHCK 1651				58.		
58. Market risk equivalent assets .....																						3144900						
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....																						BHCK B704			258345549			59.
																						BHCK A222			1048337			
60. LESS: Excess allowance for loan and lease losses .....																						BHCK 3128						61.
61. LESS: Allocated transfer risk reserve .....																						BHCK A223			257297212			
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....																												

## Schedule HC-R—Continued

## Memoranda

Dollar Amounts in Thousands										BHCK																	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards .....										8764	4333899				M.1.												
										With a remaining maturity of																	
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years									
Dollar Amounts in Thousands										BHCK					BHCK					BHCK							
2. Notional principal amounts of derivative contracts: <sup>1</sup>																											
a. Interest rate contracts .....										3809			79640189	8766			101047817	8767			61447869						M.2.a.
b. Foreign exchange contracts .....										3812			8783765	8769			1748253	8770			33852						M.2.b.
c. Gold contracts .....										8771				8772				8773								M.2.c.	
d. Other precious metals contracts .....										8774				8775				8776								M.2.d.	
e. Other commodity contracts .....										8777				8778				8779								M.2.e.	
f. Equity derivative contracts .....										A000			61805	A001			282785	A002			110819						M.2. f.
g. Credit derivative contracts:																											
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																											
(1) Investment grade .....										G597			145076	G598			785639	G599			753375						M.2.g.(1)
(2) Subinvestment grade .....										G600			15000	G601				G602									M.2.g.(2)
										Dollar Amounts in Thousands										BHCK							
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																											
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....										5479			3559404											M.3.a.			
b. Not applicable.																											
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b) .....										C498			1345787											M.3.c.			
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) .....										A507														M.3.d.			
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) .....										2771														M.4.			
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																											
a. In the form of perpetual preferred stock .....										5483														M.5.a.			
b. In the form of common stock .....										5484			517875											M.5.b.			

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

**Schedule HC-R—Continued****Memoranda—Continued**

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	BHCK			
7. Not applicable	F031		255213	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G219			M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G220		1345787	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	5990		36	M.8.c.
d. Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502		331175	M.8.d.
9. Goodwill net of any associated deferred tax liability .....	G221		8956516	M.9.
	BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	G222		5.44	M.10.

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

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## Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C) .....		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs .....		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements .....								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	
	39930	0	0	0	0	1083329	6732	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	
	0	0	0	0	0	0	0	10.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	
	4785587	0	0	0	0	0	12932310	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 .....								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	
	404423	0	0	0	0	0	3908465	12.

**Schedule HC-S—Continued****Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249		0				M.1.a.
b. Amount of retained recourse on these obligations as of the report date .....	A250		0				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	B804		4745471				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805		117698249				M.2.b.
c. Other financial assets <sup>1</sup> .....	A591		289559933				M.2.c.
d. 1–4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) .....	F699		3553226				M.2.d.
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B806		1176298				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807		0				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B808		11515958				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809		144705				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407		0				M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).



**Schedule HC-V—Variable Interest Entities**

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions	J981			0	J982			19	J983			10584	1.a.
b. Held-to-maturity securities .....	J984			0	J985			0	J986			0	1.b.
c. Available-for-sale securities .....	J987			0	J988			10329	J989			0	1.c.
d. Securities purchased under agreements to resell...	J990			0	J991			0	J992			0	1.d.
e. Loans and leases held for sale .....	J993			0	J994			0	J995			0	1.e.
f. Loans and leases, net of unearned income .....	J996			1728526	J997			6086909	J998			0	1.f.
g. Less: Allowance for loan and lease losses .....	J999			77571	K001			0	K002			0	1.g.
h. Trading assets (other than derivatives) .....	K003			0	K004			0	K005			0	1.h.
i. Derivative trading assets .....	K006			0	K007			0	K008			0	1.i.
j. Other real estate owned .....	K009			0	K010			0	K011			0	1.j.
k. Other assets .....	K012			36669	K013			539341	K014			2538321	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting bank holding company:													
a. Securities sold under agreements to repurchase ...	K015			0	K016			0	K017			0	2.a.
b. Derivative trading liabilities.....	K018			0	K019			0	K020			0	2.b.
c. Commercial paper .....	K021			0	K022			6097311	K023			0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024			0	K025			0	K026			248665	2.d.
e. Other liabilities .....	K027			0	K028			534567	K029			604450	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....	K030			0	K031			0	K032			0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....	K033			0	K034			0	K035			0	4.

## Notes to the Balance Sheet—Predecessor Financial Items

For bank holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of \$10 billion or more or 5 percent of the reporting bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands				BHBC				
1.	Average loans and leases (net of unearned income) .....	3516					0	1.
2.	Average earning assets .....	3402					0	2.
3.	Average total consolidated assets .....	3368					0	3.
4.	Average equity capital .....	3519					0	4.

## Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the bank holding company wishes to explain, that has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

### Example

A bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed				
by bank holding company				
	0000			750

## Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands				BHCK				
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141					0	1.
2.	5357							
		5357					0	2.
3.	5358							
		5358					0	3.
4.	5359							
		5359					0	4.
5.	5360							
		5360					0	5.
6.	B027							
		B027					0	6.

**Notes to the Balance Sheet (Other)—Continued**

		TEXT	Dollar Amounts in Thousands	BHCK				
7.		B028						
				B028			0	7.
8.		B029						
				B029			0	8.
9.		B030						
				B030			0	9.
10.		B031						
				B031			0	10.
11.		B032						
				B032			0	11.
12.		B033						
				B033			0	12.
13.		B034						
				B034			0	13.
14.		B035						
				B035			0	14.
15.		B036						
				B036			0	15.
16.		B037						
				B037			0	16.
17.		B038						
				B038			0	17.
18.		B039						
				B039			0	18.
19.		B040						
				B040			0	19.
20.		B041						
				B041			0	20.